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Carla O. Andres (*Pro Hac Vice*)

Attorneys for the Fee Committee

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
LEHMAN BROTHERS HOLDINGS, INC. <i>et al.</i> ,	:	Case No. 08-13555 (JMP)
	:	
Debtors.	:	(Jointly Administered)
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**STIPULATION BETWEEN KRAMER LEVIN NAFTALIS & FRANKEL LLP AND THE
FEE COMMITTEE REGARDING THE SECOND INTERIM APPLICATION OF
KRAMER LEVIN NAFTALIS & FRANKEL LLP, SPECIAL COUNSEL TO THE
DEBTORS AND DEBTORS IN POSSESSION, FOR ALLOWANCE OF
COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD
JUNE 1, 2011 THROUGH SEPTEMBER 30, 2011**

**TO: THE HONORABLE JAMES M. PECK
U.S. BANKRUPTCY JUDGE**

WHEREAS, on December 14, 2011, Kramer Levin Naftalis & Frankel LLP (“Kramer Levin”) filed the *Second Interim Application of Kramer Levin Naftalis & Frankel LLP, Special Counsel to the Debtors and Debtors in Possession, for Allowance of Compensation and Reimbursement of Expenses for the Period June 1, 2011 Through September 30, 2011* (the “Second Fee Application”) [Docket No. 23315] seeking interim fees in the amount of \$51,334.65 for professional services rendered and reimbursement of out-of-pocket expenses in the amount of \$2,435.53;

WHEREAS, Kramer Levin has received from the Debtors 80 percent of the amounts invoiced to the Debtors for professional services rendered and 100 percent of the amounts invoiced for expenses;

WHEREAS, pursuant to the *Order Appointing Fee Committee and Approving Fee Protocol* [Docket No. 3651], and consistent with the procedures set forth in the *Amended Fee Protocol* attached as Exhibit A to *Order Amending the Fee Protocol* [Docket No. 15998], counsel for the Fee Committee in Lehman Brothers Holdings, Inc. (the “Fee Committee”) has reviewed the Second Fee Application and issued a Confidential Letter Report on February 17, 2012;

WHEREAS, Kramer Levin has agreed to accept the Fee Committee’s proposal of a reduction in the amount of \$12.44 for Kramer Levin’s out-of-pocket expense reimbursement request and a reduction of \$11,298.00 for professional services rendered; and

WHEREAS, notwithstanding this Stipulation, the Second Fee Application remains subject to notice, an opportunity for a hearing, and Court approval under Rule 2016 of the Federal Rules of Bankruptcy Procedure and 11 U.S.C. §§ 330, 331.

STIPULATION

NOW, THEREFORE, the Fee Committee and Kramer Levin hereby stipulate and agree that the Court may enter an order (to be submitted subsequently) approving Kramer Levin’s request for interim compensation and reimbursement of expenses in the amount of \$40,036.65 in fees and the reduced amount of \$2,423.09 in expenses.

[Signature Page Follows]

Dated: Milwaukee, Wisconsin
June 20, 2012

GODFREY & KAHN, S.C.

By: /s/ Carla O. Andres
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Attorneys for the Fee Committee

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Dated: Milwaukee, Wisconsin
June 20, 2012

GODFREY & KAHN, S.C.

By: _____



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Attorneys for the Fee Committee

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By: _____



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